

## NOTICE OF CLAIMS PURCHASE AGREEMENT

USC ATHLETICS, a(n) California (State of Incorporation), Non-Profit Corporation (EntityType), its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby absolutely and unconditionally sell and transfer unto Corre Opportunities Fund, LP, a Delaware Limited Partnership, its successors and assigns ("Buyer") all rights, title and interest in and to the claim(s) of Seller in the principal amount of \$40,000.00 (proof of claim amount, defined as the "Claim") against Motors Liquidation Company et. al. f/k/a General Motors Corporation et. al. (the "Debtor") together with interest, if any, in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the Proceedings (the "Court"), Administered at Case Number 09-50026 (defined as the "Proceedings").

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Bankruptcy Rules, and stipulates that an order may be entered recognizing this Claims Purchase Agreement as an unconditional sale and the Buyer herein as the valid owner of the Claim.

IN WITNESS WHEREOF, the undersigned has duly executed this Agreement by its duly authorized representative dated the 30 day of March, 2010.

Witness: Cystal Sims  
(Signature)

Crystal Sims, Paralegal  
(Print Name and Title of Witness)

UNIVERSITY OF SOUTHERN CALIFORNIA  
(Company Name)  
Todd R. Dickey  
(Signature of Corporate Officer)  
Todd R. Dickey  
Senior Vice President,  
Administration  
(Print Name and Title of Corporate Officer)

Witness: Joe Burt  
(Signature)

Eric Soderlund  
(Corre Opportunities Fund, LP)

Exhibit "A"